

**EXHIBIT D**

**PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
HIGHLAND CAPITAL MANAGEMENT, L.P., <sup>1</sup>	§	Case No. 19-34054-sgj11
	§	
Reorganized Debtor.	§	

**ORDER APPROVING MOTION TO CONFORM PLAN TO  
FIFTH CIRCUIT MANDATE**

This matter having come before the Court on the *Motion to Conform Plan to Fifth Circuit Mandate* (the “Motion”)<sup>2</sup> filed by Highland Capital Management, L.P. (“Highland”), the reorganized debtor in the above-captioned chapter 11 case; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having considered the Motion and the responses filed thereto, the Final Opinion, the Judgment, the materials submitted in support of

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<sup>1</sup> The last four digits of Highland’s taxpayer identification number are 8357. The headquarters and service address for Highland is 100 Crescent Court, Suite 1850, Dallas, TX 75201.

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the Motion.

the Motion and any responses; and the Court having determined that the legal and factual bases set forth in the Motion and the responses establish sufficient cause for the relief granted herein; and adequate notice of the Motion having been given; and after due deliberation and good cause appearing therefor, it is hereby **ORDERED** that:

1. The Motion is **GRANTED**.

2. The definition of “Exculpated Parties” Article I.B.62 of the Plan is deleted in its entirety and replaced with the following:

“Exculpated parties” means, collectively, (i) the Debtor, (ii) the Independent Directors, (iii) the Committee, and (iv) the members of the Committee (in their official capacities).

3. The definition of “Protected Parties” in Article I.B.105 of the Plan is deleted in its entirety and replaced with the following:

“Protected Parties means, collectively, (i) the Debtor, (ii) the Independent Directors, (iii) the Committee, and (iv) the members of the Committee (in their official capacities).

4. Except as set forth herein, the Plan is unaffected and shall continue in full force and effect in accordance with its terms and the terms of the Confirmation Order.

5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

**### END OF ORDER ###**